

**IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----x  
In re: )  
 ) Chapter 11  
 )  
DELPHI AUTOMOTIVE SYSTEMS LLC ) Case No. 05-44640 (RDD)  
 )  
 )  
 )  
Debtor. )  
-----x

**NOTICE OF TRANSFER OF CLAIM  
PURSUANT TO FRBP RULE 3001(e)(2)**

1. TO: **DEUTSCHE BANK SECURITIES INC. ("Transferor")**  
60 Wall Street, 3<sup>rd</sup> Floor  
New York, NY 10005  
Attn: Ross Rosenfelt  
Vikas Madan  
Tel: 212-250-5760  
Fax: 212-797-8770
2. Please take notice of the transfer, in the amount of \$928,226.61, of your general unsecured claim against DELPHI AUTOMOTIVE SYSTEMS LLC, as jointly administered In re: Delphi Corporation, Case No. 05-44481, as evidenced by the Joint Stipulation and Agreed Order Compromising And Allowing Proof of Claim No.9993 dated January 31, 2008 (Exhibit A), has been transferred to:

**GOLDMAN SACHS CREDIT PARTNERS, L.P. ("Transferee")**  
c/o Goldman, Sachs & Co.  
30 Hudson, 17<sup>th</sup> Floor  
Jersey City, NJ 07302  
Attn: Pedro Ramirez  
Telephone: (917) 343-8319  
Fax: (212) 428-1243

An evidence of transfer of claim is attached hereto as Exhibit B. All distributions and notices regarding the transferred portion of the claim should be sent to the Transferee at the instructions attached in Exhibit C.

NY436518.1/153-02633



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3. No action is required if you do not object to the transfer of your claim. However, **IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN 20 DAYS OF THE DATE OF THIS NOTICE, YOU MUST:**

-- **FILE A WRITTEN OBJECTION TO THE TRANSFER** with:

United States Bankruptcy Court  
Southern District of New York  
Attn: Clerk of Court  
Alexander Hamilton Custom House  
One Bowling Green  
New York, NY 10004-1408

-- **SEND A COPY OF YOUR OBJECTION TO THE TRANSFEREE.**

-- Refer to **INTERNAL CONTROL NO.** \_\_\_\_\_ in your objection and any further correspondence related to this transfer.

4. If you file an objection, a hearing will be scheduled. **IF YOUR OBJECTION IS NOT TIMELY FILED, THE TRANSFEREE WILL BE SUBSTITUTED FOR THE TRANSFEROR ON OUR RECORDS AS A CLAIMANT IN THIS PROCEEDING.**

CLERK

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**FOR CLERK'S OFFICE USE ONLY:**

This notice was mailed to the first named party, by first class mail, postage prepaid on \_\_\_\_\_, 2007.

**INTERNAL CONTROL NO.** \_\_\_\_\_

Copy: (check) Claims Agent \_\_\_\_ Transferee \_\_\_\_ Debtor's Attorney \_\_\_\_

\_\_\_\_\_  
Deputy Clerk

TOGUT, SEGAL & SEGAL LLP  
Bankruptcy Co-Counsel for Delphi Corporation, et al.,  
Debtors and Debtors in Possession  
One Penn Plaza, Suite 3335  
New York, New York 10119  
(212) 594-5000  
Albert Togut (AT-9759)  
Neil Berger (NB-3599)

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
In re:

DELPHI CORPORATION, et al.,

Debtors.

:  
:  
:  
Chapter 11  
Case No. 05-44481 [RDD]  
:  
Jointly Administered  
:  
-----X

**JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 9993  
(OSRAM SYLVANIA, INC./ SPCP GROUP, LLC/  
DEUTSCHE BANK SECURITIES INC.)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (the "Debtors"), Osram Sylvania, Inc. ("Osram"), SPCP Group, LLC ("SPCP") and Deutsche Bank Securities Inc. ("Deutsche Bank," and together with Osram and SPCP, collectively, the "Claimants") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 9993 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

WHEREAS, on July 20, 2006, Osram filed proof of claim number 9993 against DAS LLC, asserting an unsecured non-priority claim in the amount of \$1,094,656.41 (the "Claim"); and

WHEREAS, Osram assigned \$1,000,000 of the Claim to SPCP, as evidenced by that certain Notice of Transfer filed on July 25, 2006 (Docket No. 4670); and

WHEREAS, on February 21, 2007, SPCP assigned \$928,226.61 of the Claim to Deutsche Bank, as evidenced by that certain Notice of Transfer filed on June 13, 2007 (DAS LLC Docket No. 66); and

WHEREAS, on August 24, 2007, the Debtors objected to the Claim pursuant to the Debtors' Twentieth Omnibus Objection Pursuant to 11 U.S.C. § 502(b)

and Fed. R. Bankr. P. 3007 to Certain (A) Duplicate and Amended Claims, (B) Insufficiently Documented Claims, (C) Claims Not Reflected on Debtors' Books and Records, (D) Untimely Claim, and (E) Claims Subject to Modification, Tax Claims Subject to Modification, Modified Claims Asserting Reclamation, Consensually Modified and Reduced Tort Claims, and Lift Stay Procedures Claims Subject to Modification (Docket No. 9151) (the "Twentieth Omnibus Claims Objection"); and

WHEREAS, on September 10, 2007, Deutsche Bank filed a Response to the Twentieth Omnibus Claims Objection (Docket No. 9424) (the "Response"); and

WHEREAS, on January 8, 2008, to resolve the Twentieth Omnibus Claims Objection with respect to the Claim, Osram, SPCP, Deutsche Bank and DAS LLC entered into a settlement agreement (the "Settlement Agreement"); and

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$1,065,225 as a general unsecured non-priority claim; and

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

NOW, THEREFORE, in consideration of the foregoing, the Debtors, Osram, SPCP and Deutsche Bank stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$1,065,225.00 and shall be treated as an allowed general unsecured non-priority claim against DAS LLC. The Claim shall be allocated as follows: (i) Deutsche Bank shall hold a \$928,226.61 portion of the Claim; (ii) SPCP shall hold a \$71,773.39 portion of the Claim; and (iii) Osram shall hold a \$65,225.00 portion of the Claim, and the Debtors' claims register shall be amended to reflect this allocation without the need for any further actions by the Claimants.

2. The Response and the Twentieth Omnibus Claims Objection, solely as it relates to the Claim, are hereby withdrawn with prejudice.

[concluded on the following page]

3. The Stipulation does not impact, alter or affect any other claims that Osram, SPCP or Deutsche Bank may against the Debtors and relates solely to those matters arising out of or related to the Claim.

Dated: New York, New York  
January 8, 2008

DELPHI CORPORATION, et al.,  
Debtors and Debtors-in-Possession,  
By their Bankruptcy Conflicts Counsel,

TOGUT, SEGAL & SEGAL LLP,  
By:

/s/ Neil Berger  
NEIL BERGER (NB-3599)  
A Member of the Firm  
One Penn Plaza, Suite 3335  
New York, New York 10119  
(212) 594-5000

Dated: Danvers, Massachusetts  
January 8, 2008

OSRAM SYLVANIA, INC.  
By:

/s/ John E. Anderson  
John E. Anderson  
Osram Sylvania  
100 Endicott Street  
Danvers, Massachusetts 01923  
(978) 750-5540

Dated: Greenwich, Connecticut  
January 8, 2008

SPCP GROUP, LLC  
By:

/s/ Michael Gratto  
Michael Gratto  
Silver Point Capital  
Two Greenwich Plaza  
Greenwich, Connecticut 06830  
(203) 542-4032

Dated: New York, New York  
January 8, 2008

DEUTSCHE BANK SECURITIES, INC.  
By:

/s/ Scott G. Martin

Scott G. Martin  
Deutsche Bank Securities Inc.  
60 Wall Street, 3<sup>rd</sup> Floor  
New York, New York 10005

/s/ Ray Costa

Ray Costa  
Deutsche Bank Securities Inc.  
60 Wall Street, 3<sup>rd</sup> Floor  
New York, New York 10005

**SO ORDERED**

This 31st day of January, 2008  
in New York, New York

/s/Robert D. Drain

HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE



**EXHIBIT A**

**ORDER**

NY436518.1/153-02633

**EXHIBIT B**

**EVIDENCE OF TRANSFER OF CLAIM**

NY436518.1/153-02633

EVIDENCE OF TRANSFER OF PORTION OF CLAIM

EXHIBIT B

TO: United States Bankruptcy Court for the  
Southern District of NY ("Bankruptcy Court")  
Attn: Clerk

AND TO: Delphi Automotive Systems LLC ("Debtor")  
Case No. 05-44481(RDD)

Claim #: 9993

DEUTSCHE BANK SECURITIES INC. (as assignee of SPCP Group, LLC) its successors and assigns ("Seller"), for good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, does hereby unconditionally and irrevocably sell, transfer and assign unto:

GOLDMAN SACHS CREDIT PARTNERS L.P.  
c/o Goldman, Sachs & Co.  
30 Hudson, 17th Floor  
Jersey City, NJ 07302  
Attention: Pedro Ramirez  
Telephone: (917) 343-8319  
Fax: (212) 428-1243

its successors and assigns ("Buyer"), all rights, title and interest in and to the Assigned Claim of Seller, including all rights of stoppage in transit, replevin and reclamation, in the principal amount of \$928,226.61 ("Assigned Claim") of Claim #9993 against the Debtor in the Bankruptcy Court, or any other court with jurisdiction over the bankruptcy proceedings of the Debtor.

Seller hereby waives any objection to the transfer of the Assigned Claim to Buyer on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges and understands, and hereby stipulates that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the Assigned Claim and recognizing the Buyer as the sole owner and holder of the Assigned Claim.

You are hereby directed to make all future payments and distributions, and to give all notices and other communications, in respect of the Assigned Claim to Buyer.

IN WITNESS WHEREOF, the undersigned has duly executed this Evidence of Transfer of Portion of Claim by its duly authorized representative dated February 1, 2008.

GOLDMAN SACHS CREDIT PARTNERS L.P.

By: 

Name:  
Title:

DEUTSCHE BANK SECURITIES INC.

By: 

Name:  
Title:

Scott G. Martin  
Managing Director

  
Managing Director

**EXHIBIT C**

Address for Notices:

Goldman Sachs Credit Partners L.P.  
c/o Goldman, Sachs & Co.  
30 Hudson, 17th Floor  
Jersey City, NJ 07302  
Attention: Pedro Ramirez  
Telephone: (917) 343-8319  
Fax: (212) 428-1243

Wire Instructions:

Citibank N.A.  
New York, New York  
ABA No.: 021000089  
Acct. No.: 40717188  
Acct. Name: Goldman Sachs Credit Partners L.P.  
Reference: Delphi (Trade Claim) from Deutsche  
Attention: Bank Loan Operations – Philip F. Green